

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

The Authors Guild, Inc., Association of American
Publishers, Inc., et al.,

Plaintiffs,

v.

Google Inc.

Defendant.

Case No. 05 CV 8136 (DC)

**DECLARATION OF DAPHNE KELLER IN SUPPORT OF MOTION FOR FINAL
APPROVAL OF AMENDED SETTLEMENT AGREEMENT**

I, Daphne Keller, hereby declare as follows:

1. I am employed by Google Inc. as Managing Product Counsel, and I am the Product Counsel responsible for Google Books. I make the following declaration based on my personal knowledge and if called upon to do so could testify competently to the matters set forth herein.

2. After the submission of the original Settlement Agreement, Google was approached by counsel representing the “Privacy Authors and Publishers” who later objected in Docket Item 281. Counsel stated that they were considering objecting to the Settlement Agreement on the ground that it did not contain what they considered to be sufficient protections for user privacy.

3. I, along with other representatives of Google, participated in numerous productive meetings with counsel for the “Privacy Authors and Publishers” over the course of several months.

4. Counsel explained their concerns, and Google responded by making clear that the services contemplated by the ASA would be covered by the overall Google Privacy Policy, as well as by a policy or policies specific to Google Book Search and to the services contemplated by the ASA, and that these policies would provide significant user privacy protections beyond what was described in the ASA.

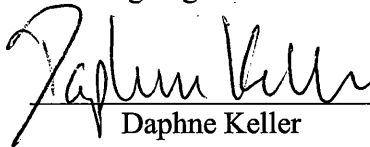
5. Counsel for the Privacy Authors and Publishers pressed Google for enforceable written commitments regarding user privacy for the services contemplated by the ASA even before those services are made available to consumers, in a departure from Google’s regular practice.

6. In addition to the current privacy commitments in place for the entire Google Book Search program, Google has committed to additional safeguards for the services authorized under the ASA, which are described in further detail in the Google Books Privacy Policy itself.

7. Attached hereto as Exhibit A is a true and correct copy of the Google Books Privacy Policy, at <http://books.google.com/googlebooks/privacy.html>.

8. I have reviewed, and have supervised the review of, copyright registration records in the catalog available at www.copyright.gov. For the vast majority of pre-August 2007 records, claimant addresses are not available online.

I certify under penalty of perjury that the foregoing is true and correct.

A handwritten signature in cursive script, appearing to read "Daphne Keller", is written over a horizontal line.

Daphne Keller
February 11, 2010
Mountain View, California